

Stephen Roberts
Texas Bar No. 17019200
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PROPOSED ATTORNEYS FOR DEBTOR SUPERIOR AIR PARTS, INC.

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

SUPERIOR AIR PARTS, INC.

DEBTOR,

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CASE NO. 08-36705-11

CHAPTER 11

**APPLICATION TO EMPLOY
STRASBURGER & PRICE, LLP AS BANKRUPTCY COUNSEL FOR DEBTOR**

NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AT 1100 COMMERCE STREET, 12TH FLOOR, DALLAS, TEXAS 75242, BEFORE 5:00 O'CLOCK P.M., TWENTY (20) DAYS FROM THE DATE OF SERVICE HEREOF. ANY RESPONSE MUST BE IN WRITING AND FILED WITH THE CLERK, AND COPY MUST BE SERVED UPON COUNSEL FOR THE MOVING PARTY PRIOR TO THE DATE AND THE TIME SET FORTH HEREIN. IF A RESPONSE IS FILED, A HEARING WILL BE HELD WITH NOTICE ONLY TO THE OBJECTING PARTY. IF NO HEARING ON SUCH NOTICE OR MOTION IS TIMELY REQUESTED, THE RELIEF REQUESTED SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT OR THE NOTICED ACTION MAY BE TAKEN.

Superior Air Parts, Inc. ("Debtor") files this Application to Employ Strasburger & Price, LLP as Bankruptcy Counsel for Debtor ("Application") and in support hereof would show as follows:

1. On December 31, 2008 (the "Commencement Date"), the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. The Debtor continues to operate its business as debtor-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

2. The Debtor desires to employ Stephen A. Roberts, Robert P. Franke, Duane J. Brescia, and the law firm Strasburger & Price, LLP (the "Firm" or "Strasburger") with offices located at (i) 600 Congress Avenue, Suite 1600, Austin, Texas 78701 and (ii) 901 Main Street, Suite 4400, Dallas, Texas 75202, to serve as its bankruptcy counsel.

3. This Firm has been selected by the Debtor because Mr. Roberts, Mr. Franke, Mr. Brescia and the Firm are knowledgeable and experienced in bankruptcy practice and related matters. The professional services to be rendered and the proposed arrangement for compensation are set forth in the Professional Services Agreement attached hereto as *Exhibit A*.

4. The Firm's customary fees and expenses incurred in connection with this representation are to be paid out of the estate. Stephen A. Roberts' current hourly rate is \$485, Robert P. Franke's current hourly rate is \$475 and Duane J. Brescia's current hourly rate is \$415. From time to time, other attorneys in the Firm may be utilized when necessary and cost effective. The rates of other attorneys in the Firm range from \$200 to \$615 per hour and paralegals are \$80 to \$180 per hour. The rates charged by the

Firm are its standard and customary rates charged to clients for these types of services and these rates are in keeping with the customary rates for services in this District.

5. The Firm has received three pre-petition retainers totaling \$120,000 in connection with its assistance on workout advice, negotiating the proposed sale of assets and pre-bankruptcy preparations. Of that amount, approximately \$113,123.32 has been earned and paid as a pre-petition fee, leaving a balance of \$6,876.68 to serve as its post-petition retainer. A copy of the Firm's Disclosure of Compensation under BLR 2016 is attached hereto as *Exhibit B*.

6. The Firm will seek payment of its fees and expenses from the estate by filing an application for approval of fees and expenses pursuant to 11 U.S.C. §§ 330 and 331 and Local Bankruptcy Rule 2016. The Firm will only seek to apply the retainer if the estate's assets cannot satisfy the Firm's fees and expenses.

7. The Firm has checked its conflict of interest records and advised the Debtor that it does not have a conflict in this case and that it is otherwise a disinterested person with respect to the Debtor, the estate and creditors.

8. Counsel has not shared, or agreed to share any compensation received or that may be received with another party or person, or any compensation another person or party has received or may receive.

9. The Debtor believes the employment of the Firm would be in the best interest of the estate. No other legal professionals have been retained for bankruptcy matters.

WHEREFORE, Superior Air Parts, Inc. requests that the Court enter an order approving the employment of Strasburger & Price, LLP, as its bankruptcy counsel, upon the terms described in this Application, and for such other relief as is just.

Respectfully submitted,

Superior Air Parts, Inc.

By: /s/ Kent Abercrombie
Kent Abercrombie, Chief Executive Officer

Debtor and Debtor-in-Possession

Respectfully submitted,

/s/ Stephen A. Roberts
Stephen A. Roberts (SBN 17019200)
Robert P. Franke (SBN
Duane J. Brescia (SBN 24025265)
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Proposed Bankruptcy Attorneys for the Debtor

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the above and foregoing document was served upon the partie(s) listed below and on the attached service list via First Class U.S. Mail, postage prepaid on January 2, 2009.

/s/ Stephen A. Roberts
Stephen A. Roberts

Office of the United States Trustee
1100 Commerce Street
Dallas, Texas 75242-1496

LIMITED SERVICE LIST

Theilert Aircraft Engines
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Mahle Engine Components
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Nova Odessa SP Brasil CAIZA
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Manitowoc, WI 54221-0967

Mahle Engine Components
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Manchester, MO 63011

Crane Cams
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Corley Gasket Co.
6555 Hunnicut Road
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Saturn Fasteners Inc.
425 S. Varney St.
Burbank, CA 91502

Champion Aerospace, Inc.
1230 Old Norris Road
Liberty, SC 29654-0686

Ohio Gasket & Shim
976 Evans Ave.
Akron, OH 44305

Gerhardt Gear
133 East Santa Anita
Burbank CA 91502-1926

Automatic Screw Machine
709 2nd Avenue SE
Decatur, AL 35601

Helio Precision Products
601 North Skokie Highway
Lake Bluff, IL 60044

Knappe & Koester Inc.
18 Bradco Street
Keen, NH 3431

Garlock-Metallic Gasket Div
250 Portwall St., Ste. 300
Houston, TX 77029

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